

JUN 27 1974 - 12 30 PM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT AGREEMENT dated as of May 1,

1974, between MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK (hereinafter called the Trustee),  
and ILLINOIS CENTRAL GULF RAILROAD COMPANY  
(hereinafter called the Company).

WHEREAS the Trustee and the Company have entered  
into an Equipment Trust Agreement dated as of April 15, 1974  
(hereinafter called the Equipment Trust Agreement), filed and  
recorded with the Interstate Commerce Commission pursuant to  
Section 20c of the Interstate Commerce Act on April 23, 1974,  
and assigned recordation number 7486; and

WHEREAS the parties hereto desire to amend the  
Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual agree-  
ments herein contained, the parties hereto agree as follows:

1. Section 5.1 of the Equipment Trust Agreement  
is hereby amended by substituting the percentage "20%" for  
the percentage "25%" in the last paragraph thereof.
2. Sections 7.5 and 7.6 of the Equipment Trust  
Agreement are hereby amended by substituting the percentage  
"20%" for the percentage "25%" therein.
3. Except as amended hereby, the Equipment Trust  
Agreement shall remain in full force and effect.

*no car nos.*

*[Handwritten mark]*

4. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK,

by   
Trust Officer

[Corporate Seal]

P. J. Crooks

Attest:

  
\_\_\_\_\_

Henry J. Christy,

ASSISTANT SECRETARY

ILLINOIS CENTRAL GULF RAILROAD  
COMPANY,

by   
TREASURER

[Corporate Seal]

Attest:

  
\_\_\_\_\_

ASSISTANT SECRETARY

Approved As To Form

  
\_\_\_\_\_



STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this 5<sup>th</sup> day of JUNE 1974, before me personally appeared P. J. Crooks, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



FRANK SCHLIER  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1975